



2-195A005

GE Transportation
Systems

Transportation Systems Marketing and Sales
General Electric Company
2901 East Lake Road, Erie, PA 16531

RECORDATION NO

17405-H
FILED 1425

JUL 13 1992 10 55 AM

July 9, 1992

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

**Subject: Recordation of Memorandum of
Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Lease Agreement, dated as of June 24, 1992, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405-E.

The names and addresses of the parties to the enclosed Locomotive Lease Agreement are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

JUL 13 10 49 AM '92
MOTOR OPERATING UNIT

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

Following recordation, please return one original of the enclosed document, together with any extra copies not needed by the Commission for recordation, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Lease, dated as of June 24, 1992, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to 25 General Electric Diesel Electric Locomotives, bearing Road Nos. 3000, 3001, 3002, 3003, 3004, 3005, 3006, 3007, 3008, 3009, 3010, 7484, 7485, 7486, 7487, 7489, 7490, 7491, 7492, 7493, 7494, 7495, 7496, 7497, 7499

Respectfully submitted,



Dennis C. Taylor
Manager, Locomotive Leasing

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric Diesel Electric Locomotives	25	3000
		3001
		3002
		3003
		3004
		3005
		3006
		3007
		3008
		3009
		3010
		7484
		7485
		7486
		7487
		7489
		7490
		7491
		7492
		7493
		7494
		7495
		7496
		7497
		7499

RECORDATION NO 17405-H FILED 1992

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

On the 24th day of June, 1992, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Southern Pacific Transportation Company, a Delaware corporation with offices at Southern Pacific Building, One Market Plaza, San Francisco, California 94105 ("Lessee"), entered into Locomotive Lease Schedule Number SP 92-3, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated April 23, 1992 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on May 21, 1992 at 2:20 P.M. under I.C.C. file/index number 17405-E.

Locomotive Lease Schedule Number SP 92-3

<u>Road Number</u>	<u>Model</u>
3000-3010	Super 7-30C
7484-7487	B36-7
7489-7497	B36-7
7499	B36-7

GENERAL ELECTRIC COMPANY

By: *Dennis C. Taylor*
Dennis C. Taylor, Manager -
Locomotive Leasing

**SOUTHERN PACIFIC
TRANSPORTATION COMPANY**

By: *C.T. Shurstad*
Name *C-T-Shurstad*
Title *VPT*

Commonwealth of Pennsylvania }
County of Erie }

On this, the 24th day of June 1992 before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.
In witness whereof, I hereunto set my hand and official seal.

NOTARIAL SEAL
BETTY A. MANUCCI, Notary Public
Erie, Erie County
My Commission Expires Jan. 14, 1995
Betty A. Manucci
Notary Public

My commission expires: _____

State of Colorado }
County of Jefferson }

On this, the 8th day of July, 1992 before me, the undersigned officer, personally appeared *C.T. Shurstad*, who acknowledged himself to be the *VPT* of Southern Pacific Transportation Company, a corporation, and that he as *VPT*, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as *VPT*.

In witness whereof, I hereunto set my hand and official seal.

Kimbera D. Otte
Notary Public

My commission expires: *February 14-1995*